



Invitation to the
Extraordinary General Meeting of Shareholders of
LifeWatch AG, Zug
On July 21, 2017 at 10.00 am (doors open at 09.30 am)
at the Park Hyatt Hotel Zürich, Beethoven-Strasse 21, CH-8002 Zurich

Agenda and Motions of the Board of Directors

1. Discharge of the Board of Directors and the Executive Management Team

Comments:

- Mr. Markus Breitenmoser was newly-elected to the Board of Directors in 2017.

Motions of the Board of Directors:

- 1.1 Mr. Robert Bider should be granted discharge for his activities in 2017.
- 1.2 Mr. Raymond W. Cohen should be granted discharge for his activities in 2017.
- 1.3 Mr. Thomas Rühle should be granted discharge for his activities in 2017.
- 1.4 Mr. Patrick Schildknecht should be granted discharge for his activities in 2017.
- 1.5 Mr. Markus Breitenmoser should be granted discharge for his activities in 2017.
- 1.6 Dr. Stephan Rietiker should be granted discharge for his activities in 2017.
- 1.7 Dr. Christoph Heinzen should be granted discharge for his activities in 2017.
- 1.8 Ms. Stephanie Kravetz should be granted discharge for her activities in 2017.
- 1.9 Mr. Andrew Moore should be granted discharge for his activities in 2017.

2. Election of the members of the Board of Directors

Comments:

- The following members of the Board of Directors have resigned with effect as of 21 July 2017: Mr. Robert Bider, Mr. Raymond W. Cohen, Mr. Thomas Rühle, Mr. Patrick Schildknecht and Mr. Markus Breitenmoser.
- Considering the public take-over by Cardiac Monitoring Holding Company, LLC, a wholly-owned subsidiary of BioTelemetry, Inc., Mr. Joseph Capper (President and Chief Executive Officer of BioTelemetry, Inc.), Mr. Kirk Gorman (Director and Chairman of the Board of BioTelemetry, Inc.) and Dr. Stephan Rietiker (Chief Executive Officer of LifeWatch, AG) shall be elected to the Board of Directors.

Motions of the Board of Directors:

- 2.1 Election of Mr. Joseph Capper to the Board of Directors for a term starting 21 July 2017 until the end of the next Ordinary General Meeting in 2018.
- 2.2 Election of Mr. Kirk Gorman to the Board of Directors for a term starting 21 July 2017 until the end of the next Ordinary General Meeting in 2018.
- 2.3 Election of Dr. Stephan Rietiker to the Board of Directors for a term starting 21 July 2017 until the end of the next Ordinary General Meeting in 2018.

3. Election of the Chairman of the Board of Directors

Motion of the Board of Directors:

Election of Mr. Kirk Gorman of the Board of Directors as Chairman of the Board of Directors for a term starting 21 July 2017 until the end of the next Ordinary General Meeting in 2018.

4. Election of the Members of the Compensation Committee

Motions of the Board of Directors:

- 4.1 Election of Mr. Joseph Capper of the Board of Directors as a member of the Compensation Committee for a term starting 21 July 2017 until the end of the next Ordinary General Meeting in 2018.
- 4.2 Election of Mr. Kirk Gorman of the Board of Directors as a member of the Compensation Committee for a term starting 21 July 2017 until the end of the next Ordinary General Meeting in 2018.

5. Election of the statutory auditors

Motion of the Board of Directors:

Election of Ernst & Young AG, Zurich, as statutory auditors for the remainder of the financial year 2017.

6. Amendments to the Articles of Incorporation

Comments:

Part of the compensation the Company pays to the members of its Board of Directors and Executive Management Team and other groups of employees may take the form of share-based instruments (shares, prospective entitlements and options to purchase shares in the Company). The Board of Directors proposes that the Shareholders authorize conditional capital for this purpose. A maximum of 50,000 shares is proposed with a maximum total nominal value of CHF 65,000.

Motion of the Board of Directors:

New Article 3^{bis} (Conditional Capital) of the Articles of Incorporation as follows:

The share capital may be increased by a maximum of CHF 65,000.00 through the issuance of a maximum of 50,000 fully paid-up registered shares with a par value of CHF 1.30 each, through exercising conversion rights, options or other rights related to equity securities (hereinafter referred to jointly as "option rights") which are granted to employees, members of the Board of Directors, management, advisors and the Board of Advisors of the Company or its Group Companies, subject to Article 26b of the Articles of Incorporation.

1. With respect to option rights granted to employees, directors, officers, consultants and members of the advisory board of the Company or its affiliates, any pre-emptive rights and rights to advance subscription are excluded. The issue of options employees, directors,

officers, consultants and members of the advisory board is effected in accordance with one or more option plans to be adopted by the Board of Directors.

2. The acquisition of shares through the exercise of option rights granted to employees, directors, officers, consultants and members of the advisory board of the Company or its affiliates as well as any subsequent transfer of the shares are subject to the restrictions of art. 7 para. 3 of these Articles of Incorporation.

General Information

Eligibility to vote/Admission Cards

Shareholders entered in the shareholders' register before July 18, 2017, which is the first day on which the share register is closed, will receive an invitation along with a reply and proxy form (registration/power of attorney for the Extraordinary General Meeting) and an instruction form for the independent proxy (see below for more information on the independent proxy). These shareholders will receive an admission card provided that they request one by using their reply form. Admission cards will be sent starting July 7, 2017. Shareholders may also obtain their admission cards after the doors open before the General Meeting by presenting their reply form.

No entries will be made in the share register from July 18, 2017, up to and including July 21, 2017.

Granting Power of Attorney

Shareholders who are unable to attend the Extraordinary General Meeting in person may appoint a third party or the independent proxy to represent them. Mr. Yves Endrass, lic. iur., attorney at Stiffler & Partner, Rechtsanwälte, Dufourstrasse 101, P.O. Box 3269, CH-8034 Zurich, was elected as the independent proxy as defined in Article 689c CO and Article 8 of the Ordinance Against Excessive Compensation in Listed Stock Companies (VegüV) at the last Ordinary General Meeting.

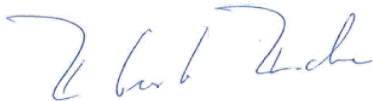
When granting powers of attorney to third parties, the admission cards must be signed and forwarded to the proxy.

When granting power of attorney to the independent proxy, it is not necessary to order an admission card; instead, shareholders must send the filled-out and signed power of attorney along with their instructions directly to the independent proxy at the above address. Powers of attorney and instructions may also be issued to the independent proxy electronically until the deadline on July 19 2017, at 12.00. The relevant information on setting up a shareholder's account can be found on the reply form. If no instructions are given, the independent proxy will abstain from voting.

Organizational information

The Extraordinary General Meeting of LifeWatch AG. will be held at the Park Hyatt Hotel Zürich, Beethoven-Strasse 21, 8002 Zürich.

Zug, June 28, 2017

A handwritten signature in blue ink, appearing to read "Robert Bider".

For the Board of Directors
Robert Bider, Chairman